

**NOTES TO
FINANCIAL STATEMENTS**

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

1. Summary of Significant Accounting Policies

Reporting entity

The City of Manchester, New Hampshire, (the City) was incorporated in June of 1846 and operates as a municipal corporation governed by an elected mayor and a fourteen (14) member aldermanic board. Accounting principles generally accepted in the United States of America require that the reporting entity include (1) the primary government, (2) organizations for which the primary government is financially accountable and (3) other organizations for which the nature and significance of their relationship with the primary government are such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete. The criteria provided in Government Accounting Standards Board Codification Section 2100 have been considered and as a result, the component units discussed below are included in the City's reporting entities because of their operational significance and financial relationship with the City.

Discretely presented component units

Manchester Development Corporation ("MDC") - The MDC was created by the Board of Mayor and Aldermen ("BMA") as a public corporation for the purpose of developing economic opportunities for the City. The MDC Board of Directors is comprised of twelve (12) members, all of whom shall be nominated by the Mayor and confirmed by the Board of Aldermen of the City. Separate financial statements are not available. MDC is presented as a governmental fund type.

Manchester School District ("District" or "MSD") - The MSD is responsible for elementary and secondary education within the government's jurisdiction. The fourteen (14) members of the school board are elected by the voters. However, the District is fiscally dependent upon the government as the government's BMA approves the District's budget, levies taxes (if necessary) and must approve any debt issuances. Other independent auditors audited the MSD, a June 30 year-end, and their report, dated October 18, 2004, has been issued under separate cover. The District is presented as a governmental fund type.

Manchester Transit Authority ("MTA") - The MTA was created by the BMA to provide a public transportation system for the citizens of the City. A five-member board appointed by the BMA oversees the MTA. Other independent auditors audited the MTA, a June 30 year-end, and their report, dated September 28, 2004, has been issued under separate cover. The MTA is presented as a proprietary fund type.

Complete financial statements of the individual component units for MDC, MSD and MTA may be obtained directly from their administrative offices.

Manchester Development Corporation
One City Hall Plaza
Manchester NH 03104

Manchester School District
196 Bridge Street
Manchester NH 03104

Manchester Transit Authority
110 Elm Street
Manchester NH 03101-2799

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1. Summary of Significant Accounting Policies (continued)

Blended Component Unit

City of Manchester Employees' Contributory Retirement System (the "New System") - The New System was created by the BMA for the purpose of administering the assets of the employees' contributory retirement system. The New System's Board of Trustees consists of seven members, as follows: the City Finance Officer, the Mayor, one person appointed by the Board of Aldermen, two citizens of the City - one appointed by the Mayor, one elected by the New System members and two New System members also elected by the New System members. Other independent auditors audited the New System, a December 31 year end, for the year ended December 31, 2003, and their report, dated March 19, 2004, has been issued under separate cover. The New System is presented as a pension trust fund.

Complete financial statements of the component unit may be obtained directly from its administrative office.

City of Manchester Employees'
Contributory Retirement System
1045 Elm Street
Manchester NH 03101

Government-wide and Fund Financial Statements

The government-wide financial statements (i.e., the statement of net assets and the statement of changes in net assets) report information on all of the non-fiduciary activities of the primary government and its non-blended component units. For the most part, the effect of interfund activity has been removed from these statements. Governmental activities, which normally are supported by taxes and intergovernmental revenues, are reported separately from business-type activities, which rely to a significant extent on fees and charges for support. Likewise, the primary government is reported separately from certain locally separate component units which the city is financially accountable for.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as general revenues.

Separate financial statements are provided for governmental funds, proprietary funds, and fiduciary funds, even though the latter are excluded from the government-wide financial statements. Major individual governmental funds and major individual enterprise funds are reported as separate columns in the fund financial statements.

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting, as are the proprietary fund and fiduciary fund financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred,

City of Manchester, New Hampshire
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1. Summary of Significant Accounting Policies (continued)

regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, are recorded when due (matured).

Property taxes when levied for, licenses, and interest associated with the current fiscal period are all considered to be susceptible to accrual and so have been recognized as revenues of the current fiscal period. In determining when to recognize intergovernmental revenues (grants and entitlements) the legal and contractual requirements of the individual programs are used as guidance. Revenues are recognized when the eligibility requirements have been met. All other revenue items are considered to be measurable and available only when cash is received by the government.

The City reports the following major governmental funds:

The *General Fund* is the City's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund.

The *Capital Projects Fund* accounts for financial resources to be used for capital expenditures or for the acquisition or construction of capital facilities, improvements and/or equipment. Most of the capital outlays are financed by the issuance of general obligation bonds. Other sources include capital grants and low-interest state loans.

The City reports the following major proprietary funds:

The *Water Works Fund* accounts for the operations of the City's water service for residential, commercial and industrial entities for the City and six surrounding communities. It is independent in terms of its relationship to other City functions. Its operations are financed from special assessments and direct charges to the users of the service.

The *Environmental Protection Division (EPD)* accounts for the operations of the City's wastewater treatment plant as well as all services related to the treatment of sewage for the City and three surrounding communities. Its operations are financed from special assessments and direct charges to the users of the service.

Aviation Fund is used to account for the operations of the City's airport which is operated by the Department of Aviation.

City of Manchester, New Hampshire
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1. Summary of Significant Accounting Policies (continued)

Additionally, the City reports the following fund types:

Permanent Trust Funds are used to account for assets, contributions and income earned on investments used to maintain the City's cemeteries, endowment funds, and libraries.

The *Pension Trust Funds* account for the activities of the City's two defined benefit pension plans, which accumulate resources for pension benefit payments to qualified employees.

The *Agency Funds* account for monies held as a custodian for outside groups and agencies.

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements. Exceptions to this general rule are charges between the enterprise funds and various other functions of the government. Elimination of these charges would distort the direct costs and program revenues reported for the various functions concerned.

Private-sector standards of accounting and financial reporting issued prior to December 1, 1989, generally are followed in both the government-wide and proprietary fund financial statements to the extent that those standards do not conflict with or contradict guidance of Governmental Accounting Standards Board. Governments also have the option of following subsequent private-sector guidance for their government-wide activities and enterprise funds, subject to this private-sector guidance for their business-type activities and proprietary funds, subject to this same limitation. The City has elected to follow subsequent private-sector guidance.

Amounts reported as program revenues include 1) charges to customers or applicants for goods, services, or privileges provided, 2) operating grants and contributions, and 3) capital grants and contributions, including special assessments.

Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the proprietary funds are charges to customers for services. Operating expenses for the proprietary funds include the cost of operations and maintenance, provision for doubtful accounts, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

When both restricted and unrestricted resources are available for use, it is the City's policy to use restricted resources first, then unrestricted resources as they are needed.

Accounting estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

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1. Summary of Significant Accounting Policies (continued)

Cash equivalents

New Hampshire Revised Statutes Annotated (“RSA”) Chapter 48:16 (“RSA 48:16”), as amended, establishes the policy the City must adhere to when investing City funds. With approval of the BMA, the Finance Officer, acting as Treasurer, may invest in obligations of the United States government, in savings bank deposits of banks incorporated under the laws of the State of New Hampshire (“the State”), in participation units of the New Hampshire Public Deposit Investment Pool (“NH-PDIP”), in certificates of deposit of banks incorporated under the laws of the State, or in national banks located in New Hampshire or the Commonwealth of Massachusetts. RSA 48:16 does not allow the City to enter into reverse repurchase agreements.

The City’s cash and cash equivalents represent short-term investments with an initial maturity of 90 days or less.

Investments

Investments are stated at fair value using quoted market prices.

Capital Assets

Capital assets, which include property, plant, equipment, and infrastructure assets (e.g., roads, bridges, sidewalks, and similar items), are reported in the applicable governmental or business-type activities columns in the government-wide and proprietary fund financial statements. Capital assets are defined by the government as assets with an initial, individual cost of \$5,000 or more and an estimated useful life equal to or in excess of three years. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at fair value at the date of donation.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend assets lives are not capitalized.

Property and equipment that has been purchased by governmental funds is recorded as expenditures in the purchasing funds at the time of purchase or construction, and no depreciation expense is recorded. Major outlays for capital assets and improvements are capitalized as projects are constructed. Interest incurred during the construction phase of capital assets of business-type activities is included as part of the capitalized value of the assets constructed. Net interest cost capitalized in the Environmental Protection Division Fund and Aviation Fund amounted to approximately \$24,000 and \$201,000, respectively, for the year ended June 30, 2004.

Property, plant, and equipment of the City is depreciated using the straight-line method over the following estimated useful lives:

<u>Assets</u>	<u>Years</u>
Buildings	15-60
Improvements	5-30
Equipment	5-15
Vehicles	3-10
Interceptors (EPD)	50
Infrastructure	20-50

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1. Summary of Significant Accounting Policies (continued)

Compensated absences

City employees accumulate vacation and sick leave hours for subsequent use or for payment upon termination or retirement. Vacation and sick leave expenses to be paid in future periods are accrued when earned in the government-wide, proprietary, and fiduciary fund financial statements.

The current liability for compensated absences is recorded when due while the long term portion is recorded in the government-wide statements. The liability reported as compensated absences in the government-wide financial statements includes vested and accumulated vacation leave and sick leave benefits that are not expected to be liquidated with current fiscal year available financial resources. No liability is recorded for nonvesting accumulating rights to receive sick-pay benefits. However, a liability is recognized for that portion of accumulated sick-leave benefits that it is estimated will be taken as terminal leave prior to retirement.

Long-term obligations

In the government-wide financial statements, and proprietary fund financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities, or proprietary fund type statement of net assets. Bond premiums and discounts, as well as issuance costs, are deferred and amortized over the life of the bonds using the effective interest method. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are reported as deferred charges.

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

Pension accounting

Pension Trust Funds:

Employee contributions are recognized in the period in which the contributions are due. Employer contributions to the plan are recognized when due and the City has made a formal commitment to provide the contributions. Benefits and refunds are recognized when due and payable in accordance with the terms of each plan.

Government-wide Statements:

The net pension obligation (asset), the cumulative difference between annual pension cost and the City's contributions to the plans since 1986, is calculated on an actuarial basis consistent with the requirements of Government Accounting Standards Board Statement No. 27 and is recognized in the government wide financial statements. Expenditures are recognized when they are paid or are expected to be paid with current available resources.

Funding Policy:

The City makes annual contributions based upon annual actuarial determinations.

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1. Summary of Significant Accounting Policies (continued)

Encumbrances

Encumbrances represent commitments related to unperformed contracts for goods or services. Encumbrance accounting, under which purchase orders, contracts and other commitments for the expenditure of resources are recorded to reserve that portion of the applicable appropriation, is utilized in the governmental funds. Encumbrances outstanding at year-end are reported as a reservation of fund balance as they do not constitute either expenditures or liabilities.

Inventory

Inventory is stated as lower of cost or market on a first-in, first-out basis.

Land held for resale

The City holds property for resale. The carrying value of this property is reported at the lower of cost or net realizable value. When the property is sold the cost of the portion sold is charged to expenditure.

Fund Equity and Net Assets

In the Government-Wide Financial Statements, net assets are classified in the following categories:

Invested in Capital Assets, Net of Related Debt – This category groups all capital assets, including infrastructure, into one component of net assets. Accumulated depreciation and the outstanding balances of debt that are attributable to the acquisition, construction or improvement of these assets reduces this category.

Restricted Net Assets – This category presents external restrictions imposed by creditors, grantors, contributors or laws or regulations of other governments and restrictions imposed by law through constitutional provisions or enabling legislation.

Unrestricted Net Assets – This category represents the net assets of the City, which are not restricted for any project or other purpose.

In the fund financial statements, fund balances of governmental funds are classified in three separate categories. The two categories, and their general meanings, are as follows:

Reserved fund balance - indicates that portion of fund equity which has been legally segregated for specific purposes.

Undesignated and unreserved fund balance - indicates that portion of fund equity which is available for appropriation and expenditure in future periods.

City of Manchester, New Hampshire
Notes to Financial Statements
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2. Reconciliation of Government-Wide and Fund Financial Statements

Explanation of certain differences between the governmental fund balance sheet and the government-wide statement of net assets

The governmental fund balance sheet includes a reconciliation between fund balance – total governmental funds and net assets – governmental activities are reported in the government-wide statement of net assets. One element of that reconciliation explains that “other long-term assets are not available to pay for current period expenditures, and therefore, are not reported in the funds.” The details of the \$1,277,839 difference consisting of current assets are as follows:

Accounts receivable:	
Interest on accounts receivable	\$ 395,561
Deferred professional fees:	
Underwriters’ discount and Cost of Issuance	882,278
Net adjustment to increase fund balance – total governmental funds to arrive at net assets – governmental activities	<div style="border-top: 1px solid black; border-bottom: 3px double black;">\$ 1,277,839</div>

Another element of that reconciliation explains that “long-term liabilities, including bonds payable, are not due and payable in the current period and therefore are not reported in the funds.” The details of the \$(307,046,728) difference consisting of long-term debt are as follows:

Bonds payable:	\$ (278,995,333)
Less: Deferred loss on refunding (to be amortized as interest expense)	1,194,324
Add: Deferred charge for refunding premium (to be amortized over life of debt)	(1,823,961)
Deferred premium on revenue bond obligation (to be amortized as interest expense)	(9,688,270)
Refunding premium on Series 2003B	(213,906)
Capital appreciation bonds	(2,838,210)
Compensated absences	(7,151,726)
Insurance claims	(4,064,092)
Landfill closure and post-closure care	(3,465,554)
Net adjustment to reduce fund balance – total governmental funds to arrive at net assets – governmental activities	<div style="border-top: 1px solid black; border-bottom: 3px double black;">\$ (307,046,728)</div>

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

2. Reconciliation of Government-Wide and Fund Financial Statements (continued)

The details of the \$949,544 difference consisting of current accruals are as follows:

Accrued interest	\$ (4,231,038)
Due to School District	3,300,131
Deferred revenue	1,880,451
Net adjustment to increase fund balance – total governmental funds to arrive at net assets – governmental activities	<hr/> \$ 949,544 <hr/>

Explanation of certain differences between the governmental fund statement of revenues, expenditures, and changes in fund balances and the government-wide statement of activities

The governmental fund statement of revenues, expenditures, and changes in fund balances includes a reconciliation between net changes in fund balances – total governmental funds and changes in net assets of governmental activities as reported in the government-wide statement of activities. One element of that reconciliation explains that “Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense.” The details of this \$42,257,062 difference are as follows:

Capital outlay	\$ 54,357,212
Asset retirements, net of depreciation	(3,300,000)
Asset retirements – Gain on sale	686,201
Depreciation expense	(9,486,351)
Net adjustment to increase net changes in fund balances - total governmental funds to arrive at changes in net assets of governmental activities	<hr/> \$ 42,257,062 <hr/>

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

2. Reconciliation of Government-Wide and Fund Financial Statements (continued)

Another element of that reconciliation states that “the issuance of long-term debt (e.g., bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net assets. Also, governmental funds report the effect of issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities.” The details of this \$(156,870,429) difference are as follows:

Long-term liabilities issued or incurred:	
Issuance of revenue obligation bonds	\$ (101,410,000)
Less refunding bond proceeds	(60,350,652)
Less refunding bond proceeds	(22,623,434)
Add payment to Escrow Agent	24,106,231
Less premium on refunding bonds	(1,866,838)
Less series 2003 discounts and COI amortization	170,135
Less series 2001 A discounts and COI amortization	(3,609)
Less series 2001 B discounts and COI amortization	(6,141)
Less series 2001 C discounts and COI amortization	(5,560)
Less series 2003 ABC premium and COI amortization	(1,697,702)
Less series 2003 ABC deferred professional fees	568,160
Less series 2001 B deferred loss on refinancing	(49,218)
Add series 2001 B premium amortization	30,500
Add series 2003 B refunding premium	(7,413,999)
Add series 2004 B refunding premium	(1,755,771)
Add series 2001 B refunding premium	9,019
Principal repayments:	
General obligation debt-City portion	9,630,629
General obligation debt-MSD portion reimbursed	<u>5,797,821</u>
Net adjustment to decrease net changes in fund balances - total governmental funds to arrive at changes in net assets of governmental activities	<u><u>\$ (156,870,429)</u></u>

Another element of that reconciliation states that “Some expenses reported in the statement of activities do not require the use of current financial resources and therefore are not reported as expenditures in governmental funds.” The details of this \$3,387,570 difference are as follows:

Prepaid Pension Asset	\$ (808,672)
Long-term liabilities incurred:	
Risk reserve	71,009
Landfill reserve	1,420,237
Capital appreciation bonds reserve	1,103,129
Compensated absences	(823,335)
Accrued interest	(688,620)
Interest receivable from MSD on bonds payable	<u>3,113,822</u>
Net adjustment to decrease net changes in fund balances - total governmental funds to arrive at changes in net assets of governmental activities	<u><u>\$ 3,387,570</u></u>

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

3. Stewardship, Compliance and Accountability

A. Budgets and Budgetary Accounting

Pursuant to the City's Charter, Section 6.01, the City adopts an annual budget for all General Fund functions and certain enterprise functions (the Water Works enterprise fund operates on a nonappropriated budgetary basis). The legal level of budgetary control is the department level. The special revenue and capital project funds are appropriated through a five-year capital improvement plan.

All portions of the annual City budget and the MSD budget are prepared under the direction of the Mayor. The Mayor establishes the procedures applicable to the preparation and adoption of the annual budget. Budgets include all proposed expenditures and the proposed use of all anticipated revenues. All departments, agencies, and officers submit detailed statements of departmental budget requests to the Mayor per established procedures.

The Mayor develops budget recommendations on appropriations and revenues and submits the recommendations to the BMA on or before the last day of March of each year. Departmental appropriations are made on a bottom-line basis. Benefits and non-departmental items are appropriated apart from the departmental budgets.

The Finance Committee of the BMA reviews the proposed budget recommendations presented by the Mayor. The BMA may increase, reduce or reject any item in the budget submitted by the Mayor. A public hearing is required to be conducted. A majority vote of the BMA is required to adopt the budget appropriation resolutions and is to be completed no later than the second Tuesday in June. The Mayor has line item veto authority.

If the BMA fail to adopt appropriation resolutions, the budget, as originally submitted by the Mayor, shall become the budget.

If during the fiscal year the Mayor certifies, after consultation with and verification by the Finance Officer, that there are available for appropriation revenues in excess of those estimated in the budget, the BMA may make supplemental appropriations for the year up to the amount of such excess, after observing the budget procedures set forth in section 6.04 of the City Charter. There were no additional appropriations during the year.

If at any time during the fiscal year it appears probable to the Mayor, after consultation with and verification by the Finance Officer, that the revenues or fund balances available will be insufficient to finance the expenditures for which appropriations have been authorized, the Mayor shall report to the BMA without delay, indicating the estimated amount of the deficit, any remedial action taken by the Mayor and recommendations as to any other steps to be taken. The BMA shall then take such further action as it deems necessary to prevent or reduce any deficit and for that purpose it may reduce one or more appropriations.

The legal level of control for budgetary is established by object categories within the departmental budgets. Departmental budget transfers from one object category to another must be approved by the Finance Officer prior to approval of the BMA. The Finance Officer is responsible for establishing controls related to the management and monitoring of the budget to prevent expenditures from exceeding budgeted appropriations.

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

3. Stewardship, Compliance and Accountability (continued)

Encumbrance accounting is employed in governmental funds. On the GAAP basis, encumbrances (e.g. purchase orders, contracts) outstanding at year end are reported as reservations of fund balances and do not constitute expenditures or liabilities because the commitments will be reappropriated and honored during the subsequent year.

The City employs certain accounting principles for budgetary reporting purposes that differ from a GAAP basis. The Statements of Revenues and Expenditures - Budgetary Basis, presents the "actual" results to provide a comparison with the budgets.

The major differences between the budgetary basis and the GAAP basis are:

(a) Tax revenues are recorded when invoiced (budgetary), as opposed to when susceptible to accrual (GAAP).

(b) Encumbrances outstanding at year-end do not represent GAAP expenditures or liabilities but represent budgetary accounting controls. Governmental fund budgets are maintained on the modified accrual basis of accounting except that budgetary basis expenditures include purchase orders and contracts (encumbrances) issued for goods or services not received at year end. Encumbrances are recorded to reserve a portion of fund balance in the governmental fund types for commitments for which no firm liability exists.

B. Budget/GAAP Reconciliation

Reconciliation of the reported revenues and expenditures of the general fund between the budgetary basis and the GAAP basis are presented below:

	<u>Revenues</u>	<u>Expenditures</u>
Statement of revenues and expenditures -		
budgetary basis	\$ 105,785,857	\$ 104,275,423
Central Business District	224,848	225,000
Sale of capital assets	2,499,367	
Current year encumbrances		(1,427,053)
State retirement contributions	1,094,057	1,094,057
Tax revenues of 2003 recognized in 2004	783,758	
Tax revenues of 2004 deferred until 2005	(835,517)	
Expenditures of prior year encumbrances		1,210,346
	<u> </u>	<u> </u>
Statement of revenues and expenditures		
(in conformity with GAAP)	<u><u>\$ 109,552,370</u></u>	<u><u>\$ 105,377,773</u></u>

City of Manchester, New Hampshire
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4. Cash, Cash Equivalents and Investments

Primary Government

Cash and cash equivalents consist of the following types of accounts at June 30, 2004.

Cash & Cash Equivalents	Primary Government	Component Units
Restricted Deposits	\$14,121,802	
Deposits	4,114,306	40,315
(1) Repurchase Agreements		
Non-Restricted	126,476,547	
Restricted	38,735,669	910,145
(1) Money Market / Index Funds	103,961,583	
(1) NH - PDIP Unclassified	27,198,018	
(1) MDC – Vanguard/BNH Portfolio Trust		679,191
	<u>\$ 314,607,925</u>	<u>\$1,629,651</u>
(1) See categorization under investments		
Investments	<u>\$ 37,412,893</u>	<u>0</u>

The City pools substantially all cash, except for separate cash accounts, which are maintained in accordance with legal restrictions.

Written contracts relative to third party holders of collateral or establishing each party's rights with regard to repurchase agreements are entered into by the City. Banks through which repurchase notes are written maintain their collateral in an investment book entry account with the Federal Reserve. For certain contracts collateral is separate from the bank's assets, while for other contracts it is not separate. Repurchase agreements are entered into only with financial institutions; no brokers or dealers are involved in these transactions. The following tables present collateral information for the City's deposits for all funds, as well as the City's component units.

Category A: Fully insured or collateralized with securities held by the City or its agent in the City's name.

Category B: Collateralized with securities held by the pledging financial institution's trust department or agent in the City's name.

Category C: Uncollateralized

	Category			Total Bank Balance	Carrying Amount
	A	B	C		
Pooled Deposits					
Demand deposits	\$ 3,631,507		\$ 11,295	\$ 3,642,802	\$ 4,154,621
Restricted Deposits	14,121,802			14,121,802	14,121,802
Total Deposits	<u>\$ 17,753,309</u>	<u>\$ -</u>	<u>\$ 11,295</u>	<u>\$ 17,764,604</u>	<u>\$ 18,276,423</u>

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

4. Cash, Cash Equivalents and Investments (continued)

In accordance with GASB Statement 3, investments are classified as to risk by the three categories described below:

- Category 1: Insured or registered in the City's name, or securities held by the City or its agent in the City's name.
- Category 2: Uninsured and unregistered, with securities held by the counter-party's trust department or agent in the City's name.
- Category 3: Uninsured and unregistered, with securities held by the counter-party or by its trust department or agent but not in the City's name.

	Category			Uncategorized (1)	Carry and Fair Value
	1	2	3		
Investments					
US Treasury Notes		\$ 4,061,272			\$ 4,061,272
US Government Securities			\$ 1,287,775		1,287,775
Corporate Bonds			3,835,023		3,835,023
Common Stocks			1,641,810		1,641,810
Index Funds				\$ 24,841,926	24,841,926
Fixed Inc Mutual Funds				168,669	168,669
Mortgage-Back				1,576,419	1,576,419
Total Investments	-	4,061,272	6,764,608	26,587,013	37,412,893
Cash Equivalents					
Repurchase Agreements		165,212,216			165,212,216
Non-Categorized Items (2)					
Money Market/Index Funds					103,961,583
NH - PDIP Unclassified					27,198,018
Total Cash Equivalents	-	165,212,216	-	-	296,371,817
Grand Total	\$ -	\$ 169,273,488	\$ 6,764,608	\$ 26,587,013	\$ 333,784,710

(1) Funds are not subject to investment classification because specific securities related to the City cannot be identified

(2) The amounts are not subject to risk categorization since the City does not own identifiable securities. Fair value of the position of the City is equal to the value of the investment pool.

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

4. Cash, Cash Equivalents and Investments (continued)

At year end, the CRS Pension Trust's cash balance was as follows:

Cash and cash equivalents consist of the following types of accounts at December 31, 2003.

Cash & Cash Equivalents	CRS Pension Trust
Deposits	<u>\$1,525,395</u>
(1) See categorization under investments	
Investments	<u>\$ 94,582,885</u>

At year end, the CRS Pension Trust's investment balances were as follows:

	<u>Uncategorized (1)</u>	<u>Carry and Fair Value</u>
Investments		
Equity funds	\$ 33,665,369	\$ 33,665,369
Foreign equity	12,776,991	12,776,991
Alternative equity	3,022,429	3,022,429
Fixed income	17,873,994	17,873,994
Emerging market funds	4,270,282	4,270,282
Real estate	2,317,989	2,317,989
Timberfunds	4,332,536	4,332,536
Specialty investments	16,323,295	16,323,295
Total Investments	<u>\$ 94,582,885</u>	<u>\$ 94,582,885</u>

- (1) Funds are not subject to investment classification because specific securities related to the City cannot be identified.

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

5. Taxes and Abatements

The principle tax of the City is the tax on real property. The State has no cap or limit as to the rate or amount of tax a municipality may raise. The municipality's annual property tax rate is established by the Commissioner of the Department of Revenue Administration of the State, based on reports filed with the State. A single tax is levied for general, county and school purposes. The "assessment year" for taxing purposes runs from April 1 to March 31 of the following year.

The City bills and collects its property taxes in two installments. The levy dates are June 1 and November 1 and the due dates for these semi-annual tax billings are July 1 and December 1. Property taxes are recorded as a receivable when billed, net of estimated allowance for abatements. Property tax revenues have been recorded using the modified accrual basis of accounting as described in Note 1.

Real property (land and buildings) is subject to a lien for the taxes assessed upon it (subject to any paramount federal lien and subject to bankruptcy and insolvency laws). The City places a lien on delinquent property taxes prior to May 1 of the following assessment year. From the date of the tax lien, a two-year period of redemption is allowed the owner, during which time payment of taxes, interest and costs will be accepted and the lien released.

Interest accrues on delinquent taxes at a rate of 12 percent per annum from the due date to the date of payment. During the redemption period, 18 percent interest per annum is charged. Beyond the two-year period of redemption the City has the right to foreclose on properties for which taxes have not been paid. Properties are deeded to the City unless either the lien has been sold by the City, or the City has notified the tax collector that it will not accept the deed because acceptance could result in liability under environmental statutes imposing strict liability on owners. Except for any paramount federal lien and subject to bankruptcy and insolvency laws, tax liens take precedence over all other liens, and tax collector's deeds are free and clear of all encumbrances.

In December 1997, the New Hampshire Supreme Court declared that the property tax to fund education is a State tax, and therefore must be administered in a manner that is equal in valuation and uniform in rate throughout the State.

Chapter 17 of the Laws of 1999 became effective in 1999. The law includes a definition of "adequate education" for New Hampshire schools and establishes an "Education Trust Fund" and a formula for providing state financial assistance to local school districts.

The primary means of State funding for the Education Trust fund is a uniform statewide property tax under which some of the levies from more prosperous ("property rich" or "donor") communities will be collected by the State and redistributed to less affluent ("property poor" or "recipient") school districts. The law initially established a uniform tax rate of \$6.60 per thousand of total equalized value (not including utility property or local exemptions) but has been adjusted to \$5.49 for 2004. The new state aid property tax is assessed and collected in virtually the same manner in which property taxes have been administered in the past with one primary exception, donor communities will be required to send amounts in excess of what is required locally for an adequate education to the State for redistribution to recipient districts. The MSD is a recipient district.

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

6. Receivables

Primary Government

	<u>General</u>	<u>CIP</u>	<u>MWW</u>	<u>EPD</u>	<u>Aviation</u>	<u>Other</u>	<u>Total</u>
Due from Warrants	\$ 16,148,918						\$16,148,918
Due from State of NH & other local governments	2,452,408			\$ 6,971,664	\$ 137,626		9,561,698
Prior year tax liens	603,453						603,453
Tax titles	862,269						862,269
Due from federal government				312,423	2,077,197	\$ 1,156,544	3,546,164
Accounts receivable-trade	1,806,971	\$ 85,000	\$ 2,202,095	2,950,453	2,465,162	745,329	10,255,010
Notes receivable						6,369,635	6,369,635
Other	<u>100,443</u>		<u>359,219</u>	<u>466,193</u>		<u>10,562</u>	<u>936,417</u>
Total gross receivables	<u>21,974,462</u>	<u>85,000</u>	<u>2,561,314</u>	<u>10,700,733</u>	<u>4,679,985</u>	<u>8,282,070</u>	<u>48,283,564</u>
Allowance for collection losses	<u>(1,695,806)</u>						<u>(1,695,806)</u>
Total net receivables	<u>\$ 20,278,656</u>	<u>\$ 85,000</u>	<u>\$ 2,561,314</u>	<u>\$ 10,700,733</u>	<u>\$ 4,679,985</u>	<u>\$ 8,282,070</u>	<u>\$ 46,587,758</u>

The receivables from the State of New Hampshire and other governmental entities represent their contractual commitment to reimburse the City for the repayment of debt incurred to build its wastewater treatment and related facilities.

7. Interfund Receivables, Payables and Transfers

Due from/to other funds consist of the following at June 30, 2004:

<u>Receivable Fund</u>	<u>Payable Fund</u>	<u>Amount</u>
General Fund	Agency	\$ 982,064
	Capital projects	4,789
	Special Revenue:	
	CDBG	350,664
	Enterprise:	
	Aggregation	1,700,039
	Discrete component:	
	Manchester Development Corporation	<u>5,767</u>
		3,043,323
Capital projects	Recreation	<u>226,168</u>
Total - All Funds		<u>\$ 3,269,491</u>

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

7. Interfund Receivables, Payables and Transfers (continued)

The balance of \$1,700,039 due from the enterprise to the general fund is the result of short-term advances. The balance of \$350,664 is also a result of a short-term advance. All remaining balances resulted from the time lag between the dates payments occur between funds for various activities.

Interfund transfers during the year ended June 30, 2004 were as follows:

Due to / from primary government and component units:

<u>Receivable Entity</u>	<u>Payable Entity</u>	<u>Amount</u>
Primary government - general fund	Component unit - MDC	\$ <u>5,767</u>

Interfund transfers:

<u>Transfers</u>	<u>Transfers In (Out):</u>		
	<u>General Fund</u>	<u>Other Funds</u>	<u>Total</u>
General Fund	\$ (1,642,043)	\$ 1,642,043	\$ -
Other Funds	365,367	(365,367)	-
Capital Projects	(855,261)	855,261	-
	<u>\$ (2,131,937)</u>	<u>\$ 2,131,937</u>	<u>\$ -</u>

Transfers are used to account for unrestricted revenues collected mainly in the general fund to finance various programs accounted for in other funds in accordance with budget authorizations.

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

8. Capital Assets

Governmental activities

Changes in the governmental capital assets for the year ended June 30, 2004, were as follows:

	Balance 30-Jun-03	Additions	Retirements	Transfers	Balance 30-Jun-04
Capital assets, not being depreciated					
Land	\$ 18,983,808	\$ 145,284			\$ 19,129,092
Construction-in-Progress	18,902,050	36,277,817		\$ (12,776,510)	42,403,357
Total capital assets, not being depreciated	37,885,858	36,423,101	-	(12,776,510)	61,532,449
Capital assets, being depreciated					
Buildings	170,676,092	5,089,858	\$ (5,750,875)	12,605,943	182,621,018
Improvements other than buildings	14,254,148	1,898,847		170,567	16,323,562
Equipment	6,060,924	805,624	(295,777)		6,570,771
Vehicles	16,084,830	4,110,328	(1,451,421)		18,743,737
Infrastructure	35,430,640	6,029,454			41,460,094
Total capital assets, being depreciated	242,506,634	17,934,111	(7,498,073)	12,776,510	265,719,182
Less accumulated depreciation					
Buildings	67,003,656	5,105,083	(3,344,595)		68,764,144
Improvements other than buildings	6,273,719	567,050			6,840,769
Equipment	3,340,787	403,993	(123,095)		3,621,685
Vehicles	12,476,037	2,019,029	(1,416,584)	-	13,078,482
Infrastructure	17,516,796	1,391,196	-	-	18,907,992
Total accumulated depreciation	106,610,995	9,486,351	(4,884,274)	-	111,213,072
Governmental Activities Capital Assets, Net	\$ 173,781,497	\$ 44,870,861	\$ (2,613,799)	\$ -	\$ 216,038,559

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

8. Capital Assets (continued)

Business-type Activities

Changes in the business-type capital assets for the year ended June 30, 2004, were as follows:

	Balance 30-Jun-03	Additions	Retirements	Transfers	Balance 30-Jun-04
Capital assets, not being depreciated					
Land	\$ 36,677,537	\$ 15,000	\$ (1,660,768)	\$ 2,045,194	\$ 37,076,963
Construction-in-Progress	123,988,270	60,859,008	(251,234)	(144,350,783)	40,245,261
Total capital assets, not being depreciated	160,665,807	60,874,008	(1,912,002)	(142,305,589)	77,322,224
Capital assets, being depreciated					
Buildings	244,575,059	7,863,252	(53,411)	32,517,192	284,902,092
Improvements other than buildings	182,967,840	2,155,843	(97,136)	106,205,156	291,231,703
Equipment	83,162,401	2,542,622	(453,798)	3,583,241	88,834,466
Total capital assets, being depreciated	510,705,300	12,561,717	(604,345)	142,305,589	664,968,261
Less total accumulated depreciation	153,412,829	16,649,027	(604,345)	-	169,457,511
Business-type Capital Assets, Net	<u>\$ 517,958,278</u>	<u>\$ 56,786,698</u>	<u>\$ (1,912,002)</u>	<u>\$ -</u>	<u>\$ 572,832,974</u>

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

8. Capital Assets (continued)

Discretely Reported Component Units

Capital assets activity in the School District at June 30, 2004, consisted of the following:

	Balance July 1, 2003	Increases	Balance June 30, 2004
Capital assets, being depreciated			
Portable classrooms	\$ 843,608	\$ 203,994	\$ 1,047,602
Instruments	83,561	35,142	118,703
Other machinery & equipment	8,326,415	1,501,185	9,827,600
Total capital assets, being depreciated	<u>9,253,584</u>	<u>1,740,321</u>	<u>10,993,905</u>
Less accumulated depreciation			
Portable classrooms	117,728	6,800	124,528
Instruments	13,442	3,514	16,956
Other machinery & equipment	<u>3,862,842</u>	<u>700,914</u>	<u>4,563,756</u>
Less total accumulated depreciation	<u>3,994,012</u>	<u>711,228</u>	<u>4,705,240</u>
Total Capital Assets being depreciated, Net	<u><u>\$ 5,259,572</u></u>	<u><u>\$ 1,029,093</u></u>	<u><u>\$ 6,288,665</u></u>

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

8. Capital Assets (continued)

Capital assets activity in the MTA at June 30, 2004, consisted of the following:

	Balance 30-Jun-03	Additions	Retirements	Transfers	Balance 30-Jun-04
Capital assets, not being depreciated					
Land	\$ 129,109				\$ 129,109
Total capital assets, not being depreciated	129,109	-	-	-	129,109
Capital assets, being depreciated					
Buildings	1,807,598				1,807,598
Buses	5,654,350	\$ 643,017			6,297,367
Equipment	1,447,783	52,048	\$ (51,493)		1,448,338
Total capital assets being depreciated	8,909,731	695,065	(51,493)	-	9,553,303
Less accumulated depreciation	6,909,597	537,838	(51,493)	-	7,395,942
Total Capital Assets being depreciated, Net	<u>\$ 2,129,243</u>	<u>\$ 157,227</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,286,470</u>

Depreciation expense was charged to functions/programs of the primary government as follows:

Governmental Activities:

General	\$ 2,634,053
Public safety	1,362,501
Highways and streets	2,693,791
Health and welfare	96,407
Education and library	1,928,726
Parks	770,873
Total depreciation expense – governmental activities	<u>\$ 9,486,351</u>

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

9. Long-Term Debt

Primary Government

The debt service requirements of the City's outstanding General Obligation (GO) bonds, revenue bonds and notes payable at June 30, 2004 are as follows:

Governmental long-term debt:

Fiscal year	Principal	Interest	Total
2005	\$ 15,159,003	\$ 16,542,994	\$ 31,701,997
2006	16,555,734	12,532,298	29,088,032
2007	13,122,736	11,974,095	25,096,831
2008	14,361,674	11,464,420	25,826,094
2009	14,542,511	10,845,417	25,387,928
2010-2014	62,915,719	45,236,951	108,152,670
2015-2019	58,904,750	30,461,472	89,366,222
2020-2024	47,417,400	16,671,895	64,089,295
2025-2029	35,380,773	4,974,957	40,355,730
2030-2031	635,033	58,243	693,276
Total	<u>\$ 278,995,333</u>	<u>\$ 160,762,742</u>	<u>\$ 439,758,075</u>

Business-type Activities:

Fiscal year	Principal	Interest	Total
2005	\$ 13,810,199	\$ 14,240,916	\$ 28,051,115
2006	13,640,123	14,431,914	28,072,037
2007	12,658,062	14,293,485	26,951,547
2008	12,054,313	13,840,548	25,894,861
2009	11,633,248	13,398,674	25,031,922
2010-2014	55,289,056	60,232,652	115,521,708
2015-2019	62,019,653	47,316,494	109,336,147
2020-2024	70,667,891	32,516,124	103,184,015
2025-2029	71,889,227	16,287,491	88,176,718
2030-2034	29,499,967	3,729,577	33,229,544
2035	2,950,000	147,500	3,097,500
Debt Service Requirement	356,111,739	230,435,375	586,547,114
Less Bond Discount	(3,283,682)		(3,283,682)
Less Deferred Loss	(1,517,638)		(1,517,638)
Total Business-type Activities	<u>\$ 351,310,419</u>	<u>\$ 230,435,375</u>	<u>\$ 581,745,794</u>

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

9. Long-Term Debt (continued)

Interest rates for the City's outstanding GO bonds range from 2.05% to 8.875%. At June 30, 2004 the City's legal debt limit was \$815,916,140. Authorized, but unissued, bonds as of June 30, 2004 amounted to \$264,262,266. \$220,000,000 represents authorizations that have been made to put the proper paperwork in place to enable the option to refinance should the market environment provide the opportunity. This includes \$100 million for Airport Revenue Bonds, \$90 million for School Facilities Revenue Bonds and \$30 million for GO Bonds. Of the remaining \$44 million, \$36 million dedicated to CSO and other Water and Sewer projects to be funded through the State of New Hampshire Department of Environmental Services Sewer Revolving Fund or Drinking Water Revolving Loan Fund.

As previously stated, the business-type funds, EPD and Water Works comprise a large part of this total outstanding dollar amount with \$30,297,252 and \$6,116,180, respectively. All of the projects are expected to be financed through the State of New Hampshire DES-SRF.

On December 2, 2003, the City advance refunded \$24,905,000 of GO with \$25,495,000 of GO refunding. The net proceeds of \$27,406,261 (after payment of \$127,044 in underwriting fees, insurance, and other issuance costs and an original issue discount and contingency of \$63,468) were used to purchase government obligations. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments from FY 2004 forward on the refunded bonds. As a result, these bonds are considered to be defeased from FY 2004 forward, and the applicable portion of the liability for those bonds has been removed from the balance sheet. The amount of defeased bonds still outstanding at June 30, 2004, amounted to \$24,905,000.

The City advance refunded these bonds to reduce its total debt service payments of the GO debt over the next 16 years by approximately \$544,887 and to obtain an economic gain of approximately \$80,842. The advance refunding resulted in the recognition of an extraordinary loss of \$2,200,936 in the Enterprise Funds for the year ended June 30, 2004.

In prior years, the City defeased certain GO and other bonds by placing the securities purchased with the proceeds of new bonds in irrevocable trust accounts to provide for all future debt service payments of the refunded bonds. Accordingly, the trust account assets and liability for the defeased bonds are not included in the City's financial statements. On June 30, 2004 \$40,315,000 of bonds outstanding are considered defeased.

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

9. Long-Term Debt (continued)

For June 30, 2004 an amount of \$2,838,210 was recorded in the Government-Wide Financial Statement for the accretion of interest on the capital appreciation bonds which is also included in the governmental long-term debt service in fiscal year 2005.

Long-term liability activity for the year ended June 30, 2004 was as follows:

	Balance 1-Jul-03	Increases	Decreases	Balance 30-Jun-04	Due within One year
Governmental activities:					
General Obligation Debt -					
City	\$ 77,254,438	\$ 87,409,067	\$ 31,750,829	\$ 132,912,676	\$ 9,749,969
Revenue Bonds Payable -					
MSD		101,410,000		101,410,000	
General Obligation Bonds					
Payable - MSD	41,682,257	8,788,222	5,797,822	44,672,657	5,409,034
	<u>118,936,695</u>	<u>197,607,289</u>	<u>37,548,651</u>	<u>278,995,333</u>	<u>15,159,003</u>
Compensated absences	6,328,390	823,336		7,151,726	1,787,932
Insurance claims	4,135,101		71,009	4,064,092	3,951,686
Capital appreciation bonds	5,136,395	414,226	2,712,411	2,838,210	2,838,210
Landfill post-closure care	18,106,957		14,641,403	3,465,554	-
	<u>\$ 152,643,538</u>	<u>\$ 198,844,851</u>	<u>\$ 54,973,474</u>	<u>\$ 296,514,915</u>	<u>\$ 23,736,830</u>
Business-type activities					
General Obligation Debt	\$ 44,030,159	\$ 9,768,419	\$ 7,497,568	\$ 46,301,010	\$ 7,675,199
Revenue Bonds, net of					
unamortized Original					
Issue Discount	271,253,722	38,345,000	4,589,313	305,009,409	6,135,000
	<u>\$ 315,283,881</u>	<u>\$ 48,113,419</u>	<u>\$ 12,086,881</u>	<u>\$ 351,310,419</u>	<u>\$ 13,810,199</u>

The EPD Enterprise Fund has nine loan agreements with original principal balances amounting to \$47,848,561 with the State of New Hampshire, State Water Pollution Control Revolving Fund (SRF) program for the purpose of financing certain projects in connection with the expansion of the wastewater treatment facility and water pollution abatement project.

Additionally, several projects are currently utilizing the services of the SRF. These projects are in various stages of the construction or completion phase of the project. Four DES eligible projects are classified as EPD Enterprise. Total unamortized indebtedness as of June 30, 2004 was \$4,210,590 for EPD and CSO projects.

The longtime general fund project also financed through the SRF for the Sanitary Landfill Closure was completed and amortized in this fiscal year in the amount of \$13,221,166.

The Department of Aviation (the "DA") Enterprise Fund has entered into a twenty year interest rate swap agreement for \$38,340,000 of its variable rate demand general airport revenue bonds. Based on

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

9. Long-Term Debt (continued)

the swap agreement, the DA owes interest calculated at a fixed rate of 4.38% to the counterparty to the swap. In return, the counterparty owes the DA interest based on a variable rate that matches the rate required by the bonds. Only the net difference in interest payments is actually exchanged with the counterparty. The \$38,340,000 in bond principal is not exchanged; it is only the basis on which the interest payments are calculated.

The DA continues to pay interest to the bondholders at the variable rate provided by the bonds. However, during the term of the swap agreement, the DA effectively pays a fixed rate on the debt. The debt service requirements to maturity for these bonds are based on the fixed rate.

At June 30, 2004, the swap agreement resulted in a cumulative unfavorable fair value of approximately \$2,193,317 based on dealer quoted prices, and accordingly, the fair value of the swap was recorded in accrued liabilities and additional interest expense in the related accompanying financial statements.

Manchester Housing and Redevelopment Authority

In March 2000, the Manchester Housing and Redevelopment Authority, New Hampshire the (“MHRA”) issued \$49,772,909 in revenue bonds (the “Bonds”) to finance, in part, the construction of the Manchester Civic Center (now the Verizon Wireless Arena) (the “Arena”). The MHRA is a public body, corporate and politic, established pursuant to Chapter 203 of the New Hampshire Revised Statutes. The MHRA is not a component unit of the City within the meaning of GASB No. 14.

The Bonds issued by the MHRA to finance the construction of the Arena are secured, to a degree, by revenues to be-paid by the City pursuant to a Financing Agreement between the City and the MHRA (the “Financing Agreement”). At the time of the issuance of the Bonds, MHRA assigned all of its rights under the Financing Agreement to a corporate trustee, to be held, in trust, for the benefit of the holders of the Bonds from time to time. Under the terms of the Financing Agreement, the City is to make payment of meals and rooms tax revenues received by it from the State of New Hampshire, pursuant to RSA 78-A:26, but only to the extent that (i) such funds are actually received by the City from this source, in excess of \$454,927 in any given year, and (ii) that the City’s Board of Mayor and Aldermen (the “BMA”) actually appropriates such funds in each year to make such payments. The City’s payments under the Financing Agreement are not secured by its full faith and credit. Moreover, the City is not morally obligated to make any payments under the Financing Agreement. The Financing Agreement stipulates that the Mayor will include an appropriation request in the annual budget submission to the City’s Board of Mayor and Aldermen, payable from the meals and rooms tax imposed by the State and paid to the City in excess of \$454,927 in each fiscal year in an amount sufficient to make the payments required under the Financing Agreement. There is, however, no assurance that the BMA will appropriate such funds on an annual basis or that sufficient meals and rooms tax revenues will be received by the City to make scheduled payments under the Financing Agreement. Pursuant to New Hampshire law, the Bonds do not constitute indebtedness of the City of Manchester.

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

9. Long-Term Debt (continued)

In the event that either (i) the City does not receive meals and rooms tax revenues sufficient to make payments under the Financing Agreement, or (ii) that the BMA should determine not to appropriate meals and rooms tax revenues to make payments under the Financing Agreement (each an “Event of Early Termination”), holders of the Bonds may look only to an insurance policy provided American Capital Access Financial Guaranty Corporation for the payment of scheduled installments of principal and interest on the Bonds. An Event of Early Termination does not constitute a default by the City under the Financing Agreement. Holders of the Bonds have no security interest, mortgage, or other claim or interest in the Arena to secure the repayments of the Bonds.

In the event of default, bond reserves initially and subsequent bond insurance arrangements including the exercise of management control of the facility by the insurer will provide remedies for bondholders. In any event, title to the facility always remains with the City of Manchester. Therefore, the Arena is included as an asset on the City’s financial statement. The City treated the donation of the asset from MHRA as a non-exchange transaction and recorded the asset at construction cost as the estimated fair market value at the time of the donation.

Due to the uncertainty of the state meals and rooms tax revenue formula, the City is not including these unknown funds as either revenues or receivables. Similarly, since the non-funding clause in the Financing Agreement provides annual lease payments which are contingent upon the items discussed in the second paragraph, the City has not included any future payments pursuant to the Financing Agreement. Accruals for the general or unspecified business risks (“reserves for general contingencies”) are not permitted per FASB 5. The BMA may at any time, at its sole discretion, decide not to appropriate meals and rooms tax revenue funds.

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

10. Employee Benefit Plans

All full-time employees of the City participate in one of the City's pension plans or the New Hampshire Retirement System ("NHRS").

City Plans

The vast majority of employees of the City participate in the City's pension plan known as the New System or the CRS. Certain employees of the City participate in a prior pension plan known as the Old System. In addition, a limited number of former police and fire department employees covered by the NHRS also qualify for supplementary benefits that are administered and paid for by the City.

SCHEDULE OF PLAN NET ASSETS

	CRS Pension Trust	Old System Pension Trust	Total
Assets			
Cash and cash equivalents	\$ 1,525,395	\$ 99,303	\$ 1,624,698
Investments	94,582,885	19,487,490	114,070,375
Receivables, net of allowances for collection losses	174,346	118,774	293,120
Other assets			-
Property and equipment, net where applicable, of accumulated depreciation	215,971		215,971
Total Assets	<u>\$ 96,498,597</u>	<u>\$ 19,705,567</u>	<u>\$ 116,204,164</u>
Liabilities			
Accounts and warrants payable	\$ 116,863		\$ 116,863
Accrued liabilities	748,991		748,991
Total Liabilities	865,854		865,854
Net Assets Held in Trust for Pension Benefits	<u><u>\$ 95,632,743</u></u>	<u><u>\$ 19,705,567</u></u>	<u><u>\$ 115,338,310</u></u>

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

10. Employee Benefit Plans (continued)

SCHEDULE OF CHANGES OF PLAN NET ASSETS

	CRS Pension Trust	Old System Pension Trust	Total
Additions			
Contributions			
Employer	\$ 3,323,023		\$ 3,323,023
Plan members	1,578,219		1,578,219
Total Contributions	<u>4,901,242</u>	<u></u>	<u>4,901,242</u>
Investment Gain (Loss)			
Net realized and unrealized appreciation (depreciation) in fair value of investments	21,194,734	\$ 2,148,461	23,343,195
Interest	193,160	747,810	940,970
Dividends	832,893		832,893
Less investment expense	(389,597)		(389,597)
Net Investment Income (Loss)	<u>21,831,190</u>	<u>2,896,271</u>	<u>24,727,461</u>
Total Additions (Reductions)	<u>26,732,432</u>	<u>2,896,271</u>	<u>29,628,703</u>
Deductions			
Benefits paid directly to participants	4,877,225	1,964,640	6,841,865
Refunds of employee contributions	255,233		255,233
Administrative expenses	763,775	69,785	833,560
Total Deductions	<u>5,896,233</u>	<u>2,034,425</u>	<u>7,930,658</u>
Net Decrease	20,836,199	861,846	21,698,045
Net Assets Held in Trust for Pension Benefits			
Beginning of year	74,796,544	18,843,721	93,640,265
End of year	<u>\$ 95,632,743</u>	<u>\$ 19,705,567</u>	<u>\$ 115,338,310</u>

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

10. Employee Benefit Plans (continued)

New System

In 1974, the City established a single-employer public employee retirement system (the "New System") to provide pension benefits to employees other than firefighters, police officers, teachers and employees previously covered under the "Old System" described below. Manchester School District administration employees are covered under this plan.

All covered employees hired after January 1, 1974 are required to participate in the New System as a condition of employment. Employees are 100% vested after five years of service. The retirement benefit is calculated at 1-½% of final average total compensation during the highest three years of service in the last ten years of service (hereafter average compensation), multiplied by the years of service prior to January 1, 1999 plus 2% after January 1, 1999 of average compensation multiplied by the years of service after January 1, 1999. There is a minimum benefit of 50% of average compensation for employees hired prior to January 1, 1974 who complete 20 years of service and attain age 62 before retirement or have combined age and years of service over specified amounts. All eligible employees are required to contribute 2-½% of their salaries to the New System prior to January 1, 1999 and 3-¾ % of their salaries after January 1, 1999. If an employee leaves covered employment or dies before five years of service, accumulated employee contributions and earnings thereon at rates determined annually by the New System Board of Trustees (5%, for the periods ended June 30, 2004 and 2003) are refunded. The City is required to contribute the remaining amounts necessary to finance the benefits for its employees. Benefit provisions and contribution requirements are established by the City and may be amended only by the BMA, subject to approval of the voters of the City through referendum. The Plan was last amended on September 14, 2004. The referendum approved an optional buyback for service prior to January 1, 1999 and as far back as 1974, restoring ½% to be paid equally, ¼% by the retirement system and ¼% by the employee.

Membership in the Plan consisted of the following at December 31, 2003, the date of the last actuarial valuation:

Retirees and beneficiaries receiving benefits	509
Terminated vested members	68
Active members	<u>1,316</u>
Total Participants	<u><u>1,893</u></u>

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

10. Employee Benefit Plans (continued)

The City's plans, by policy, (i) require annual actuarial valuations, with yearly updates, and (ii) require annual City contributions based on actuarial determinations. During the year of actuarial valuation, the City has historically contributed the annual required contribution ("ARC") of the pension plan. Any difference between the ARC and the actual contribution made has been settled by the next actuarial valuation date, and thus the City has never actually had, or had need to report, a net pension obligation ("NPO").

SCHEDULE OF EMPLOYER CONTRIBUTIONS

Year Ended June 30,	Annual Required Contribution	Percentage Contributed
2004	\$ 3,844,598	100%
2003	3,323,023	100
2002	1,794,576	100
2001	1,117,163	100
2000	713,685	100
1999	796,552	100

SCHEDULE OF FUNDING PROGRESS

Actuarial Valuation Date	Actuarial Value of Assets (a)	Unfunded Actuarial Accrued Liability (Surplus) (b)	Actuarial Accrued Liability (c)	Funded Ratio (a)/(c)	Covered Payroll (prior year)
12/31/03	\$ 95,297,689	\$ 20,954,959	\$ 116,252,648	81.9 %	\$ 41,998,187
12/31/02	89,755,853	6,364,857	106,120,710	84.6	38,940,104
12/31/01	94,812,631	1,457,848	96,270,479	98.5	38,692,738
12/31/00	90,144,513	(3,049,404)	87,095,109	103.5	35,370,961
12/31/99	82,584,305	(3,263,538)	79,320,767	103.0	29,581,577
12/31/98	72,569,967	(1,494,444)	71,075,523	102.1	28,255,208

Additional information as of the latest actuarial valuation follows:

Valuation Date:	December 31, 2003
Actuarial Cost Method:	Entry Age Normal
Investment Net Rate of Return:	7.5%
Projected Salary Increases:	4.5% - 5.5%
Amortization Method:	Level percent of payroll
Asset Valuation Method:	5 year smoothed market
Inflation Rate:	4.5%

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

10. Employee Benefit Plans (continued)

Old System

Prior to January 1, 1974, all eligible City employees participated in the Old System, a single employer contributory public employee retirement system (PERS). All employees hired before January 1, 1974 were given the option to remain in the Old System or participate in the New System. The Old System was replaced by the New System and only operates to cover the remaining participants. All employees covered under the Old System are fully vested. Benefits under the Old System are limited to retirement benefits without death benefits to survivors. Benefits are recognized as expenditures of the General Fund on a pay-as-you-go basis. At June 30, 2004, the Old System membership consisted of:

Members currently receiving benefits	127
Active Vested Members	19
Total Members	<u>146</u>

SCHEDULE OF EMPLOYER CONTRIBUTIONS

Plan Year ended June 30	Annual required contributions	Percentage contributed *
2004	\$ 195,521	0.0 %
2003	87,547	0.0
2002	2,175,245	967.3
2001	2,196,055	92.6
2000	2,158,104	93.4
1999	2,048,811	96.8

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

10. Employee Benefit Plans (continued)

The City's annual pension cost and net pension obligation to the Plan for the current year were:

Annual required contribution	\$ 195,521
Interest on net pension obligation	(1,339,329)
Adjustment to annual required contribution	1,952,480
Annual pension cost	<u>808,672</u>
Less contributions made	<u>0</u>
Increase in net pension obligation (asset)	808,672
Net pension obligation (asset) beginning of year	(17,857,717)
Net pension obligation (asset) end of year	<u><u>\$(17,049,045)</u></u>

Three year trend information

Fiscal Year Ending	Annual Pension Cost (APC)	Percentage of APC Contributed	Net Pension Obligation (Asset)
6/30/2004	\$ 808,872	0.0 %	\$(17,049,045)
6/30/2003	653,531	0.0 %	(17,857,717)
6/30/2002	2,165,300	967.3	(18,511,248)

SCHEDULE OF FUNDING PROGRESS

Actuarial Valuation Date	Assets	Actuarial Accrued Liability (AAL) P.U.C.	Unfunded AAL (UAAL)	Funded Ratio	Covered Payroll	UAAL as a Percentage of Covered Payroll
07/01/2003	\$ 18,843,721	\$ 20,631,992	\$ 1,788,271	91.33 %	\$ 987,984	181.00 %
07/01/2002	20,126,399	20,955,638	829,239	96.04	1,025,725	80.84
07/01/2001	-	21,262,936	21,262,936	0.00	1,009,090	2,107.14
07/01/2000	-	22,085,349	22,085,349	0.00	1,097,032	2,013.19
07/01/1999	-	22,269,566	22,269,566	0.00	1,326,886	1,678.33
07/01/1998	-	22,453,076	22,453,076	0.00	1,417,158	1,584.37

Additional information as of the latest actuarial valuation follows:

Valuation date	June 30, 2004
Actuarial cost method	Projected unit credit
Amortization method	Level dollar, closed
Remaining amortization period	14 years
Asset valuation method	Market Value
Actuarial assumptions:	
Investment rate of return	7.50 %
Projected salary increases	4.50 %

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

10. Employee Benefit Plans (continued)

NHRS Related Supplementary Benefits Plan

The City pays supplementary benefits of up to 50% of the last annual wage for any City employee who participates in the NHRS, was hired before June 30, 1972, and does not receive a pension benefit from the NHRS equal to at least 50% of the last annual wage. These costs are accounted for on a pay-as-you-go basis in the general fund.

At June 30, 2004, the membership consisted of:

Members currently receiving benefits	<u>52</u>
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New Hampshire Retirement System

The City contributes to the NHRS a cost-sharing, multiple-employer defined benefit pension plan administered by the state retirement board. The NHRS provides retirement and disability and death benefits to plan members and beneficiaries. Revised Statutes Annotated 100-A:41-a of New Hampshire Law assigns the system the authority to establish and amend benefit provisions of the plan and grant cost-of-living increases. The NHRS issues a publicly available financial report which can be obtained through the New Hampshire Retirement System at 4 Chennel Drive, Concord, New Hampshire 03301-8509.

NHRS members are required to contribute 9.30% of annual covered compensation to the pension plan. The City makes annual contributions to the pension plan equal to the amount required by Revised Statutes Annotated 100-A:16 and ranges from 7.87% to 13.44% of covered compensation.

The City's contributions to the system, consisting of firefighters and police officers, for the years ended June 30, 2004 and 2003 were \$2,760,949 and \$1,492,473 respectively and were equal to the required contributions. For the years ended June 30, 2004 and 2003, the City has recognized both revenue and expenditures of \$1,094,057 and \$800,863, respectively, on behalf of contributions made by the State to the NHRS.

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

11. Contingent Liabilities and Insurance

There are various claims and legal actions pending against the City for which provision has been made in the financial statements starting in fiscal year 2002. In the opinion of the City Solicitor and other City officials, liabilities arising from these claims and legal actions, if any, will not be significant.

The City has received federal grants for specific purposes that are subject to review and audit by the federal government. Although such audits could result in expenditure disallowance under grant terms, any required reimbursements are not expected to be significant.

The City's insurance coverage consists of both self-insured programs and policies maintained with various carriers. Coverage has not been materially reduced nor have settled claims exceeded commercial coverage in any of the past three years.

Changes in the balances of claims liabilities recorded by the City during the past two years are as follows:

Fiscal Year Ended	Claims Payable July 1	Claims and Changes in Estimates	Claims Paid	Claims Payable June 30
2004	\$4,939,555	\$4,556,418	\$4,302,889	\$4,686,026
2003	4,976,402	4,640,796	\$4,603,949	4,939,555

Accident and Health

Accident and health claims are administered through a private carrier. The City is self-insured under this program. The City maintains a stop-loss policy with limits of \$100,000 per year, per claim and a 115% aggregate for the entire cost. The City has recorded \$621,964 in the General Fund for claim liabilities at year end.

Property

Property insurance is maintained with a commercial insurer and provides for a deductible of \$100,000 for each claim and an overall coverage limit of \$100,000,000.

General Liability

Liability claims are administered through a private carrier. The City is self-insured under this program, except for the Aviation Fund which maintains a liability insurance policy which provides coverage generally up to \$100,000,000 for each occurrence and in the aggregate in any one annual period of insurance. State law generally limits a city's liability for an incident to \$150,000 per individual and \$500,000 per incident. \$3,590,779 was recorded in the government wide statements for fiscal year 2004 as the City's estimated liabilities for unsettled claims.

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

11. Contingent Liabilities and Insurance (continued)

Worker's Compensation

Worker's compensation claims are administered through a private carrier. The City is self-insured under this program for all City employees. There is no limit per employee. \$2,715,004 was recorded in the government wide statements as the City's estimated liability for all types of claims incurred in 2004 or prior, which have not been settled.

Department of Aviation

The DA has comprehensive airport liability insurance policies with insurance companies, which provide coverage generally up to \$100,000,000 for each occurrence and in the aggregate in any one annual period of insurance. Claims are subject to a deductible of \$1,000 for each occurrence up to a maximum of \$5,000 during any one annual insurance period.

Settled claims have not exceeded commercial coverage in any of the past three fiscal years.

Regulatory

The City was issued an Administrative Order against it by the United States Environmental Protection Agency (EPA), ordering the City to evaluate and plan for appropriate treatment of combined sewer overflows pursuant to the Federal Clean Water Act. The City believes it is in compliance with the Administrative Order and is working with Federal and State authorities in dealing with combined sewer overflows from its publicly-owned treatment works. As of June 30, 2004, there is no pending claim by the EPA or the State.

12. Landfill Closure and Postclosure Care Costs

State and federal laws and regulations required the City to place final cover on its landfill site when it stopped accepting waste and to perform certain maintenance and monitoring functions at the site for thirty years after closure. Although closure and postclosure care costs will be paid only near or after the date the landfill stopped accepting waste, the City reports a portion of these closure and postclosure costs as an operating expense in each period based on landfill capacity used as of the financial statement date. The \$3,238,766 reported as landfill closure and postclosure care liability at June 30, 2004 represents the cumulative amount reported to date based on use of 100 percent of the estimated capacity of the landfill. The City closed the landfill on June 28, 1996. Actual cost may be higher due to inflation, changes in technology, or changes in regulations.

13. Fund Deficit

As of June 30, 2004, the CDBG and the Aggregation funds had fund deficits in the amounts of \$454,094 and \$1,699,907, respectively.

The City anticipates financing the deficits through future revenues and through future debt issuances.

City of Manchester, New Hampshire
Notes to Financial Statements
June 30, 2004

14 . Issued But Not Effective Professional Standards

The Governmental Accounting Standards Board (GASB) has issued statements not yet implemented by the City. The statements which might impact the City are as follows:

- GASB Statement No. 40, “Deposit and Investment Risk Disclosures.”
- GASB Statement Number 42, “Accounting and Financial Reporting for Impairment of Capital Assets and Insurance Recoveries.”
- GASB Statement Number 43, “Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans.”
- GASB Statement Number 45, “Accounting and Financial Reporting by Employers for Post-employment Benefits Other Than Pensions.”

Additionally, the Governmental Accounting Standards Board issued Statement Number 44, “Economic Condition Reporting: The Statistical Section” which amends portions of previous guidance related to the preparation of a statistical section when presented as a required part of a comprehensive annual financial report (CAFR).

15. Subsequent Events

In September 2004, the City issued \$61,970,000 of School Facilities Refunding Revenue Bonds, Series 2004 for a comprehensive renovation of school buildings. In October 2004, the City issued \$11,730,000 of GO refunding bonds, Series 2004. The interest rates of these 20-year serial bonds range from 2.0% to 5.5%.